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| UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY | |
| MARK E. FELGER (MF9985) JERROLD N. POSLUSNY, JR. (JP7140) COZEN O'CONNOR LibertyView, Suite 300 457 Haddonfield Road Cherry Hill, NJ 08002 (856) 910-5000 Proposed Attorneys for the Debtors | |
| In re: | Case No. 08- |
| SHAPES/ARCH HOLDINGS L.L.C., <u>et al.</u> , | Judge: |
| Debtors. | Chapter: 11 |

Recommended Local Form:

☒ Followed

☐ Modified

**CERTIFICATION OF PROFESSIONAL IN SUPPORT OF
APPLICATION FOR RETENTION OF PROFESSIONAL**

I, Vincent J. Colistra, being of full age, certify as follows:

1. I am seeking to be retained as restructuring advisors for Shapes/Arch Holdings L.L.C. ("Shapes/Arch"), Shapes L.L.C. ("Shapes"), Delair L.L.C. ("Delair"), Accu-Weld L.L.C. ("Accu-Weld") and Ultra L.L.C. ("Ultra", and with Shapes/Arch, Shapes, Delair and Accu-Weld, collectively, the "Debtors").

2. My professional credentials include: I hold an MBA from Fordham University and a B.S. from the Pennsylvania State University. I am a member of the Turnaround Management Association and the Association for Corporate Growth.

3. I am a managing director and shareholder of the firm of: Phoenix Management Services, Inc. ("Phoenix"), with offices located at 110 Chadds Ford Commons, Chadds Ford, Pennsylvania.

4. The proposed arrangement for compensation, including hourly rates, if applicable, is as follows: Phoenix has requested and has received a retainer in the amount of \$125,000, to be applied to Court approved fees and expenses. Subject to Court approval, Phoenix will seek compensation based upon its customary hourly rates in effect from time to time as set forth below, plus reimbursement of actual, necessary expenses incurred by Phoenix. The employees and assistants who will be responsible for the representation of the Debtors and their current hourly rates are as follows:

| | |
|--------------------|-----------------------|
| Managing Directors | \$365/hr. - \$425/hr. |
| Directors | \$275/hr. - \$335/hr. |
| Vice Presidents | \$195/hr. - \$265/hr. |
| Senior Associates | \$205/hr.- \$245/hr. |
| Associates | \$150/hr. - \$195/hr. |

These hourly rates are Phoenix's hourly rates for work of this nature and are subject to periodic adjustments to reflect economic and other conditions. Other employees employed by Phoenix may, from time to time, serve the Debtors in connection with these cases.

5. To the best of my knowledge, after reasonable and diligent investigation, my connection with the debtors, creditors, any other party in interest, their respective attorneys and accountants, the United States Trustee, or any person employed in the office of the United States Trustee, is as follows:

☒ None

☐ Describe Connection:

6. To the best of my knowledge, after reasonable and diligent investigation, the connection of my firm, its members, shareholders, partners, associates, officers and/or employees with the debtor(s), creditors, any other party in interest, their respective attorneys and accountants, the United States trustee, or any person employed in the office of the United States trustee, is as follows:

☐ None

☒ Describe Connection: Since approximately January 15, 2008, Phoenix has represented the Debtors as their restructuring advisors. Phoenix's familiarity with the Debtors' businesses and circumstances surrounding the Chapter 11 filings will minimize charges to the Debtors' estates for the services contemplated herein. In the 90 days prior to the Petition Date, Phoenix has received from the Debtors fees and costs in the amount of \$257,887.15, which fees and costs were paid from a \$25,000 retainer received by Phoenix prior to beginning the engagement and by weekly wires as services were rendered in accordance with Phoenix's engagement letter. As of the Petition Date, Phoenix is not owed any amounts from Debtors for services rendered.

7. To the best of my knowledge, my firm, its members, shareholder, partners, associates, officers and/or employees and I (check all that apply):

☒ do not hold an adverse interest to the estate.

☒ do not represent an adverse interest to the estate.

☒ are disinterested persons under 11 U.S.C. § 101(14).

☒ do not represent or hold any interest adverse to the Debtors or their estates with respect to the matter for which he/she will be retained under 11 U.S.C. § 327(e).

☒ Other; explain: From time to time, Phoenix may represent, or may have represented the Debtors' account debtors, creditors or interest holders of the Debtors in matters unrelated either to the Debtors' cases or to those entities' transactions or dealings with the Debtors.

Phoenix has conducted a thorough conflict check and has determined that no conflict exists. In the event a potential conflict is discovered, this Application will be updated.

8. If the professional is an auctioneer,

A. A surety bond in accordance with D.N.J. LBR 2014-1(B)(2) is attached.

☐ Yes ☐ No

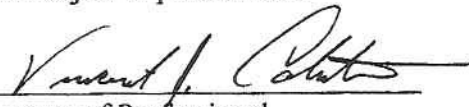
B. My qualifications and previous experience as an auctioneer include:

C. Have you or any member of your firm ever been convicted of any criminal offense, other than motor vehicle violations? ☐ Yes ☐ No

9. If the professional is an auctioneer, appraiser or realtor, the location and description of the property is as follows:

I certify that the foregoing statements made by me are true. I am aware that if any of the foregoing statements made by me are willfully false, I am subject to punishment.

Date: March 16 2008



Signature of Professional

Vincent J. Colistra

Name of Professional